

# **Exhibit C**

JUN-13-2008 13:48 From: CARELLA BYRNE

19735970250

To: 19734974525

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# CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY that the undersigned, being the incorporators of the above named corporation, do hereby associate themselves into a corporation, under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, entitled "A supplement to an Act entitled 'An Act to incorporate trustees of religious societies' (Revision), approved April ninth, one thousand eight hundred and seventy-five," approved April 11, 1908; being Chapter 166 of the Laws of 1908.

FIRST. The name of this corporation is:

"ROMAN CATHOLIC DIOCESE OF NEWARK."

SECOND. This Corporation is to be located in the Roman Catholic Diocese of Newark, in the State of New Jersey; its business is to be conducted therein; and its principal office is to be located at No. 552 South Orange Avenue, South Orange, New Jersey. The name of the agent therein and in charge thereof upon whom process against this corporation may be served is William J. Everts, Counselor-at-Law.

THIRD. The objects and purposes for which this corporation is formed, are the following, viz:

To acquire, purchase, receive, erect, have, hold and use lands, tenements, services, donations, money, goods and chattels of all kinds, church edifices, school houses, college buildings, seminaries, parsonages, vicar's houses, hospitals, orphan asylums, reformatories, and all other kinds of religious, educational and charitable institutions, and thereon and thereon the same are or may be

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erected and cemeteries or burying places and any lands, tenements and hereditaments suitable for any or all of said purposes, unlimitedly, and in any place or places in any such diocese, whether said Diocese now holds any or all of the same, or they may be hereafter acquired by said Diocese; and the same or any part thereof, to lease, sell, grant, assign, demise, alien and dispose of; and to sue and be sued, plead and be impleaded in any court of law or equity; to make and use a common seal; and the same to alter and renew at their pleasure; to have perpetual succession as such corporation; to make by-laws and rules not inconsistent with the laws of this State; or of the United States, for the regulation and management of their affairs, properties and institutions; to appoint such officers, agents and employees as they may require for the properties, institutions and business of the corporation; to borrow money from time to time for the purpose of the corporation, and to give bonds and mortgages therefor on any part or parts of its properties; to aid and assist such of the parishes in said diocese, or any of the institutions in such parishes, as such corporation may deem fit; and to aid and assist students pursuing their studies for the priesthood, and to aid and assist in the maintenance of the priesthood of such diocese, in accordance with the statutes of the diocese and the canons of the Roman Catholic Church; to aid and assist, promote and advance, erect and establish religious, ecclesiastical, charitable and educational institutions and associations within the said diocese; to bring into parishes worshippers of the Roman Catholic faith, to aid and assist them in purchasing or otherwise acquiring lands and buildings, and in the erection and construction of Churches, schools and other buildings, to succeed to and acquire and become vested with all powers of all the right, title and interest in any estate real and personal

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of Roman Catholic Diocese of Newark Association, incorporated in this State November 22, 1904, under and by virtue of an Act of the Legislature of the State of New Jersey, entitled "An Act to Incorporate Associations not for pecuniary profit," approved April 21, 1898, and the several supplements thereto and not amendatory thereof, with all the franchises and charter rights of said Association, and to have the general management, direction and control of all the civil and temporal affairs of such diocese; to exercise any corporate powers necessary and proper to the carrying out of the above enumerated powers and to the carrying out of the purposes of such corporation and its institutions.

FOURTH: The members of this corporation shall be the persons who now hold, and hereafter shall hold, the following named offices and titles in the Roman Catholic Diocese of Newark, New Jersey, who shall be the trustees of this Diocesan Corporation - viz.

- (1) The Rt. Rev. Bishop of the said Diocese;
- (2) The Rt. Rev. or Very Rev. Vicar General of said Diocese;
- (2-a) (Or, during a vacancy in such office, the administrator of the said Diocese for the time being;)
- (3) The Reverend Chancellor of the said Diocese; and
- (4) & (5) Ten priests of the Roman Catholic priesthood of said diocese, who are in good standing and only while in good standing, according to the Statutes of said Diocese, and the Canons of the Roman Catholic Church, elected by the persons holding the offices and titles aforesaid, or a majority of them, to join them as Members and Trustees of this Corporation, and approved by said Bishop, or, in his absence by said Vicar General (or by said administrator).

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priests, as such member or trustee, to become vacant by his or their removal out of said diocese, or in the discretion and on the direction of such Bishop. In case of the death, resignation or removal of said Bishop, said Vicar-General (or Administrator), or said Chancellor, then such vacancy or vacancies in this corporation shall be filled by the person or persons who shall succeed to such office or offices; in case of the death, resignation or removal of either or both of said priests, then such vacancy or vacancies shall be filled by the election and approval of such priest or priests, as aforesaid.

FIFTH: The said Bishop, shall by reason of his being such Bishop, be the President and Treasurer of this corporation unless said Board of Trustees, that is, all the members of this corporation, otherwise order unanimously; and, in his absence said Vicar General shall hold said office; and, in the case of vacancy in their office, said Administrator shall hold said office; and the person holding such office shall have the custody of the common seal, papers, documents, deeds, writings and books of or relating to such corporation, and is hereby authorized and empowered to convene the trustees of such corporation as occasion may require; and such corporation may, annually or at such periods as it may deem fit, elect one of said trustees to be the secretary of such corporation; who shall keep the minutes and enter the orders, acts and proceedings of the corporation in a book to be kept for that purpose.

SIXTH: The proceedings, orders, acts, contracts or obligations of a majority of all the members of such corporation, but not of less number, shall be valid and effectual in law; provided that the same receive the written sanction of such Bishop, or, in his absence, of such Vicar General, or, in case of vacancy in their office, of such Administrator.

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SEVENTH. That the names of the Members and Trustees of this corporation, at the incorporation hereof, and until their successors shall be elected, as aforesaid are:

1. Rt. Rev. John J. O'Connor, Bishop of the Roman Catholic Diocese of Newark, New Jersey;
2. Rt. Rev. John A. Sheppard, Vicar-General of said Diocese;
3. Rev. Charles A. Smith, Chancellor of said Diocese;
4. Rev. B. Henry Ten Voorde, Priest of said Diocese;
5. Rt. Rev. Charles J. Kelly, Priest of said Diocese;

they being, also, all the members of the "Roman Catholic Diocese of Newark" incorporated November 22, 1904, under and by virtue of an Act of the Legislature of the State of New Jersey, entitled "An Act to incorporate associations not for pecuniary profit," approved April 21, 1809, and the several supplements thereto and acts amendatory thereof; and they now executing and acknowledging this certificate for the purpose of incorporating and organizing under the provisions of the Act of the Legislature of the State of New Jersey, entitled "A Supplement to an act entitled 'An Act to incorporate trustees of religious societies' (Revision), approved April ninth, one thousand eight hundred and seventy-five", approved April 11, 1908, being Chapter 165 of the Laws of 1908.

IN WITNESS WHEREOF, the parties hereto have

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herewith set their hands and seals this sixteenth day of  
October, A. D. Nineteen Hundred and Eight.

Signed, sealed and delivered.

In the presence of

CHARLES A. SMITH

WILLIAM J. KEARNS

JOHN J. CONNOR  
BISHOP OF ROMAN CATHOLIC DIOCESE  
OF NEWARK, N. J.

JOHN A. SHEPPARD  
VICAR GENERAL OF ROMAN CATHOLIC  
DIOCESE OF NEWARK, N. J.

CHARLES A. SMITH  
CHAURILLON OF ROMAN CATHOLIC DIOCESE  
OF NEWARK, N. J.

H. HENRY TEN ROBT.  
PRIEST OF ROMAN CATHOLIC DIOCESE  
OF NEWARK, N. J.

CHARLES J. KELLY  
PRIEST OF ROMAN CATHOLIC DIOCESE  
OF NEWARK, N. J.

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STATE OF NEW JERSEY  
County of Hudson, ss.

BE IT REMEMBERED, that on this sixteenth day of October, in the year of our Lord One Thousand Nine Hundred and Eight, before me, the subscriber hereto, a Master in Chancery of said State, personally appeared Mr. Rev. John J. O'Connor, Bishop, Rt. Rev. John A. Sheppard, Vicar General, Rev. Charles A. Smith, Chancellor, Rev. D. Henry Ter Woert, and Rev. Charles J. Kelly, who, I am satisfied, are the persons named in and who executed the foregoing certificate of incorporation, and I having first made known to them the contents thereof, they thereupon acknowledged that they signed, sealed and delivered the same as their and each of their voluntary act and deed, for the uses and purposes therein expressed.

WILLIAM J. KRAMER,  
MASTER IN CHANCERY OF NEW JERSEY.



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CERTIFICATE.

THIS IS TO CERTIFY, that we, the subscribers hereto, being all the members, trustees, and officers of the "Roman Catholic Diocese of Newark" association, incorporated on the twenty-second day of November, 1904, under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, entitled - "An Act to Incorporate Associations not for pecuniary profit" - approved April 21, 1898, and the several supplements thereto and acts amendatory thereof, - hereby consent that said the "Roman Catholic Diocese of Newark", association now incorporate and organize under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey entitled - "A Supplement to an act entitled 'An Act to incorporate trustees of religious societies' (Revision)", approved April ninth, one thousand eight hundred and seventy-five", approved April 11, 1900, being Chapter 165 of the Laws of 1900, - and that all the right, title and interest of said first association, incorporated on the twenty-second day of November, 1904, in any estate, real or personal shall, with all its franchises and charter rights, be vested in said second corporation, - now to be incorporated by the filing and recording of the foregoing Certificate of Incorporation, under said last mentioned Act, Chapter 166 of the Laws of 1908.

IN WITNESS WHEREOF, we, the said members, trustees and officers, have hereunto set our hands and seals, and said Association has caused its corporate seal to be hereunto affixed.

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ed, attested by its secretary, this sixteenth day of October,  
in the year of our Lord one thousand nine hundred and eight,  
written, read and delivered }  
in the presence of: }

WILLIAM J. KEARNS.

( L. S. )

Attest:

CHARLES A. SMITH  
Secretary of Roman Cath-  
olic Diocese of Newark.

JOHN J. O'CONNOR,  
BISHOP OF ROMAN CATHOLIC DIOCESE  
OF NEWARK.

JOHN A. SHEPPARD,  
VICAR-GENERAL OF ROMAN CATHOLIC  
DIOCESE OF NEWARK.

CHARLES A. SMITH,  
CHANCELLOR OF ROMAN CATHOLIC DIOCESE  
OF NEWARK.

B. THOMAS TER WOEET,  
PRIEST OF ROMAN CATHOLIC DIOCESE  
OF NEWARK.

CHARLES J. KELLY,  
PRIEST OF ROMAN CATHOLIC DIOCESE  
OF NEWARK.

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STATE OF NEW JERSEY  
County of Hudson, ss.

BEFORE ME, the undersigned, that on this sixteenth day of October, in the year of our Lord One Thousand Nine Hundred and Eight, before me, the subscriber, a Master in Chancery of said State, personally appeared Rt. Rev. John J. O'Connor, Bishop, Rt. Rev. John A. Sheppard, Vicar-General, Rev. Charles A. Smith, Chancellor, Rev. R. Henry Ter Voert, and Rev. Charles J. Kelly, who I am satisfied are the persons named in, and who executed the foregoing certificate, and I having first made known to them the contents thereof, they did thereupon acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed; and the said Charles A. Smith, Secretary of said Diocesan Association, being by me duly sworn, does depose and make proof to my satisfaction that he is Secretary of said Diocesan Association in the foregoing certificate named, and that the seal thereto affixed is the proper corporate seal of said Diocesan Association; that the same was affixed to, and the said Certificate signed, sealed and delivered by Rt. Rev. John J. O'Connor, Rt. Rev. John A. Sheppard, Rev. Charles A. Smith, Rev. R. Henry Ter Voert and Rev. Charles J. Kelly, who at the date and signing thereof, were all the members, trustees and officers of said Diocesan Association, in the presence of this deponent, as the voluntary act and deed of the said Diocesan Association; and that this deponent thereupon signed the same as Secretary of said Diocesan Association, and as subscribing attesting witness.

Subscribed and sworn to before me at Jersey City, New Jersey, this sixteenth day of October, A. D. 1908.

CHARLES A. SMITH, Sec'y.

WITNESSES:  
Notary Public in and for the State of New Jersey.

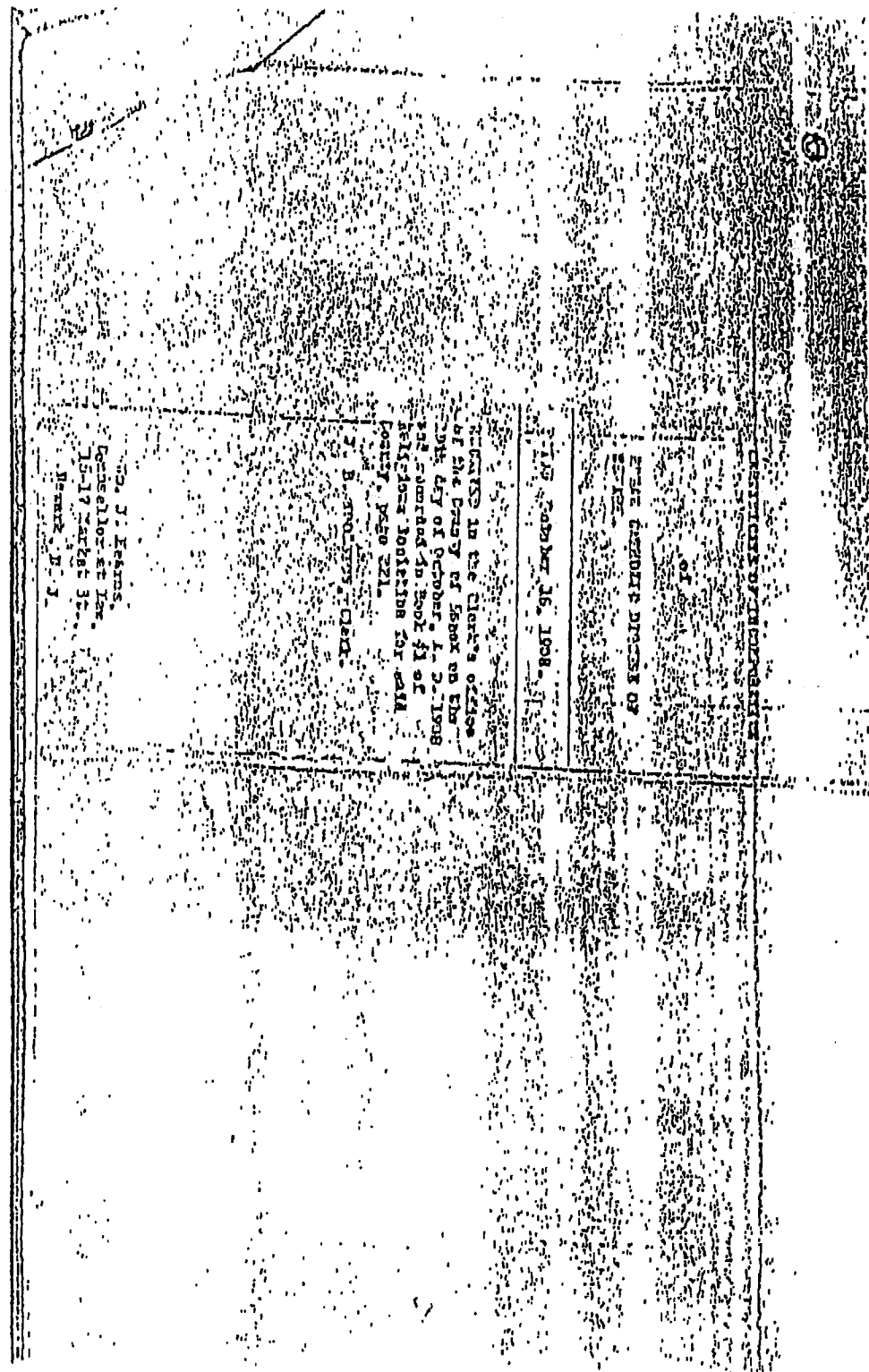
RECORDED: Filed and recorded Oct 17 1908

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## CERTIFICATE OF CHANGE OF NAME

OF

THE ROMAN CATHOLIC DIOCESE OF NEWARK

TO

THE ROMAN CATHOLIC ARCHDIOCESE OF NEWARK

The undersigned, the presiding officer of the Roman Catholic Diocese of Newark, a religious corporation duly incorporated on October 13, 1900, under the laws of the State of New Jersey, hereby certifies, that at a regular meeting of the Board of Trustees of said religious corporation held in the City of Newark on February 27, 1981, said religious corporation, by the unanimous vote of those present and entitled to vote, resolved pursuant to N.J.S.A. 16:1-16 to change the name of said religious corporation as hereinafter specified, and to that end, I do hereby and set forth in this certificate that the name of said religious corporation shall use immediately preceding the passage of the resolution as aforesaid, and at the making, recording and filing of this certificate, was Roman Catholic Diocese of Newark.

2. The name assumed to designate said corporation and to be used by it in the place and stead of that mentioned in the preceding paragraph is Roman Catholic Archdiocese of Newark.

3. The location of the principal office of this corporation is at 31 Mulberry Street, in the City of Newark, County of Essex, State of New Jersey, and the name of the agent therein and in charge thereof upon whom process against the corporation may be served is Franklin M. Cosale.

IN WITNESS WHEREOF, I have hereunto signed this Certificate and affixed the seal of said religious corporation, as aforesaid at Newark, New Jersey on this 27 day of February, 1981.

Attest:

*Franklin M. Cosale*  
 Rev. Franklin M. Cosale, Secretary

*David L. Beane*  
 David L. Beane, Secretary

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STATE OF NEW JERSEY )  
COUNTY OF ESSEX ) SS.

Be it remembered that on this 2<sup>nd</sup> day of March, 1901, before me, the subscriber, a notary public in and for the county of Essex and state of New Jersey, personally appeared Franklyn M. Casale who, being by me duly sworn, does depose and say that he is the secretary of the religious corporation, as aforesaid, and well knows the corporate seal of said corporation so as aforesaid in the foregoing certificate named; that the seal thereto affixed is the proper corporate seal of the said corporation; that the same was so affixed thereto and the said certificate was signed by the Most Rev. Peter L. Gerety, who was at the date and execution thereof the president of the said corporation, in the presence of said deponent, as the voluntary act and deed of the said corporation in pursuance of a resolution so as aforesaid passed and that the said deponent at the same time signed the same as subscribing witness.

Sworn and subscribed before me at Newark, New Jersey the day and year aforesaid.

*Francis R. Seymour*  
Notary Public.

FRANCIS R. SEYMOUR  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Oct. 18, 1914